

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEW JERSEY

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name B. Lane, Inc., d/b/a Fashion to Figure

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 14-1856982

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	The Mill at Jersey Gardens 651 Kapkowski Road, #1446 Elizabeth, NJ 07201 Number, Street, City, State & ZIP Code	20 W. 36th Street, 5th Floor New York, NY 10018 P.O. Box, Number, Street, City, State & ZIP Code
	Union County	Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.fashiontofigure.com

6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify:

Debtor **B. Lane, Inc., d/b/a Fashion to Figure**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.5621**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached rider	Relationship	_____
District	District of New Jersey	When	_____
		Case number, if known	_____

Debtor **B. Lane, Inc., d/b/a Fashion to Figure**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☐ 1-49☐ 50-99☐ 100-199☒ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **B. Lane, Inc., d/b/a Fashion to Figure**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **November 13, 2017**
MM / DD / YYYY**X /s/ Michael Kaplan**
Signature of authorized representative of debtor

Title **Chief Executive Officer****Michael Kaplan**
Printed name**18. Signature of attorney****X /s/ Kenneth A. Rosen**
Signature of attorney for debtorDate **November 13, 2017**
MM / DD / YYYY**Kenneth A. Rosen**
Printed name**Lowenstein Sandler LLP**
Firm name**One Lowenstein Drive**
Roseland, NJ 07068
Number, Street, City, State & ZIP CodeContact phone **973.597.6206**Email address **krosen@lowenstein.com****02160-1979 New Jersey**
Bar number and State

RIDER 1

LIST OF DEBTORS

On November 13, 2017, each of the affiliated entities listed below (the "Debtors") filed a voluntary petition for relief in this Court under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of their chapter 11 cases under the case number assigned to the chapter 11 case of B. Lane, Inc., d/b/a Fashion to Figure.

B. Lane, Inc., d/b/a Fashion to Figure

FTF NJ LLC

FTF CT LLC

FTF DE LLC

FTF GA LLC

FTF MA LLC

FTF MD LLC

Fill in this information to identify the case:

Debtor name B. Lane, Inc., d/b/a Fashion to Figure

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ **Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)**
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 13, 2017

X /s/ Michael Kaplan

Signature of individual signing on behalf of debtor

Michael Kaplan

Printed name

Chief Executive Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor Name: B. Lane, Inc., d/b/a Fashion to Figure, *et al.*
United States Bankruptcy Court for the: District of New Jersey

☐ **Check if this is an Amended filing**

CASE NUMBER (if known):

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Holding 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes.¹ Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Trac Fashion 1100 S. San Pedro St. - Unit N-09 Los Angeles, CA 90015	Sang Kim, Fashion & People, Inc. d/b/a TRAC 2019 E. 48th Street Vernon, CA 90058 sangkim@tracfashion.com Tel : (323) 588-0300 Fax: (323) 588-0315	Trade debt				\$507,394
Haute Fox, Inc. 800 E. 12th St., Ste 119 Los Angeles, CA 90021	Lisa Song Haute Fox, Inc. 800 E. 12th St., Ste 119 Los Angeles, CA 90021 lisa@hautefox.com Tel : (213) 493-4200	Trade debt				\$430,756
Alexander's Kings Plaza LLC 401 Wilshire Blvd., Suite 700 Santa Monica, CA 90401	Macerich Alexander's Kings Plaza LLC 401 Wilshire Blvd. Suite 700 Santa Monica, CA 90401 kingsplazaar@Macerich.com Tel: (310) 394-6000	Lease				\$406,277

¹ The information contained herein shall not constitute an admission of liability by, nor shall it be binding on, the Debtor. The information contained herein, including the failure by the Debtor to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtor's right to contest the validity, priority or amount of any claim. Additionally, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the "Consolidated List of Creditors Holding 30 Largest Unsecured Claims" have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtor.

Debtor **B. Lane, Inc., d/b/a Fashion to Figure, et al.**

Case Number (if known) _____

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Fashion Queen Mania 800 E. 12th St. #402 Los Angeles, CA 90021	Jenna Park Fashion Queen Mania 800 E. 12th St. #402 Los Angeles, CA 90021 jenna102702@hotmail.com Tel: (213) 788-7310	Trade debt				\$371,907
Cameo 726 E 12 Street, #110 Los Angeles, CA 90021	Chris Kim 1329 E. 16th Street Los Angeles, CA 90021 fashioncameo@hotmail.com Tel: (213) 745-4123	Trade debt				\$231,799
Zenobia 717 East 10th Street Los Angeles, CA 90021	Eugene Ahn Zenobia 717 East 10th Street Los Angeles, CA 90021 zenobiafs@gmail.com Tel: (213) 746-9191	Trade debt				\$226,477
HUI Garment Exports Co. Ltd. (a/k/a Six Degrees Fashion) Dahua Industrial Park Banqiao Village 2nd Fl, Bldg E, Nancun Town, Panyu District Guangzhou, GUANGDONG 511442	Zack Sotiropoulos HUI Garment Exports Co. Ltd. (a/k/a Six Degrees Fashion) Dahua Industrial Park Banqiao Village 2nd Fl, Bldg E, Nancun Town, Panyu District Guangzhou, GUANGDONG 511442 zack@sixdegreesfashion.com.au Tel: (612) 9153-5111	Trade debt				\$202,974
Main Street Loungewear 39 West 38th Street, 9 th Floor New York, NY 10018	Shalom Mizrahi Main Street Loungewear 39 West 38th Street, 9 th Floor New York, NY 10018 shalom_mizrahi@msn.com Tel: (212) 871-8600	Trade debt				\$192,696
Mai Tai (Soprano Wear) 1100 S. San Pedro Street, #A5 Los Angeles, CA 90015	Peter Yoon Mai Tai (Soprano Wear) 1100 S. San Pedro Street, #A5 Los Angeles, CA 90015 peter@sopranowear.com Tel: (213) 746-0200	Trade debt				\$185,450
Jalate 1775 Curtiss Court La Verne, CA 91750	Dennis McConkey Jalate 1775 Curtiss Court La Verne, CA 91750 dennis@jalate.com Tel: (626) 442-7600	Trade debt				\$180,495

Debtor **B. Lane, Inc., d/b/a Fashion to Figure, et al.**

Case Number (if known) _____

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Capacity LLC 1112 Corporate Road North Brunswick, NJ 08902	Jeff Kaiden Capacity LLC 1112 Corporate Road North Brunswick, NJ 08902 jkaiden@capacityllc.com Tel: (732) 587-5503	Services				\$180,005
Aptos 9300 Trans Canada Hwy Suite 300 St. Laurent, Quebec CANADA H4S 1K5	Franca Di Lonardo Aptos 9300 Trans Canada Hwy Suite 300 St. Laurent, Quebec CANADA H4S 1K5 fdilonardo@aptos.com Tel: (514) 428-2370	Trade debt				\$175,618
American Express Corporate Card 200 Vesey Street New York, NY 10285	Michael D. Diamond American Express Corporate Card 200 Vesey Street New York, NY 10285 Michael.D.Diamond@aexp.com Tel: (212) 640-2000	Trade debt				\$151,553
Squeem 6753 Kingspointe Parkway Suite 110 Orlando, FL 32819	Thiago Pasos Squeem 6753 Kingspointe Pkwy Suite 110 Orlando, FL 32819 thiago.pasos@squeem.com Tel: (407) 370-2780	Trade debt				\$148,667
Janette Plus 4662 E 49 th Street Vernon, CA 90058	Lucy Kim Janette Plus 4662 E 49 th Street Vernon, CA 90058 lucy@janetteplus.com Tel: (323) 267-8484	Trade debt				\$147,656
Cherry Hill Mall 200 South Broad Street, 3 rd Floor Philadelphia, PA 19102	PREIT Services 200 South Broad Street Third Floor Philadelphia, PA 19102 machionj@preit.com Tel: (215) 875-0700	Lease				\$139,471
Green Acres Mall LLC 401 Wilshire Blvd., Suite 700 Santa Monica, CA 90401	Macerich 401 Wilshire Blvd. Suite 700 Santa Monica, CA 90401 greenacresar@Macerich.com Tel: (310) 394-6000	Lease				\$134,088

Debtor **B. Lane, Inc., d/b/a Fashion to Figure, et al.**

Case Number (if known) _____

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Braintree Property Association 225 West Washington Street Indianapolis, IN 46204	Simon Properties 225 West Washington Street Indianapolis, IN 46204 pwilliams@simon.com Tel: (317) 636-1600	Lease				\$133,744
Annapolis Mall LP 2049 Century Park East 41 st Floor Los Angeles, CA 90007	Westfield 2049 Century Park East 41 st Floor Los Angeles, CA 90007 mchapina@westfield.com Tel: (310) 478-4456	Lease				\$130,673
A3 Apparel 1407 Broadway, #716 New York, NY 10018	Peter Reganato A3 Apparel 1407 Broadway, #716 New York, NY 10018 Peter@a3apparel.com Tel: (212) 944-6400	Trade debt				\$129,788
Wheaton Plaza Regional Shopping Center LLP 2049 Century Park East 41 st Floor Los Angeles, CA 90007	Westfield 2049 Century Park East 41 st Floor Los Angeles, CA 90007 mchapina@westfield.com Tel: (310) 478-4456	Lease				\$121,264
Pro Series Apparel 6150 Trans Canada Highway St. Laurent, Quebec CANADA H4T 1X5	Connie Gagliardi 6150 Trans Canada Highway St. Laurent, Quebec CANADA H4T 1X5 CGagliardi@manhattaninc.com Tel: (514) 388-5588	Trade debt				\$120,064
The Connecticut Post Limited Partnership 2049 Century Park East 41 st Floor Los Angeles, CA 90007	Centennial ar@centennialrec.com Tel: (310) 478-4456	Trade debt				\$119,548
Charles Mall Company Limited Partnership 225 West Washington Street Indianapolis, IN 46204	MS Management Associates pwilliams@simon.com Tel: (317) 636-1600	Lease				\$111,889
Mayflower Square One, LLC 225 West Washington Street Indianapolis, IN 46204	Simon Properties 225 West Washington Street Indianapolis, IN 46204 pwilliams@simon.com Tel: (317) 636-1600	Lease				\$96,399
Lawrence Associates 225 West Washington Street Indianapolis, IN 46204	Simon Properties 225 West Washington Street Indianapolis, IN 46204 pwilliams@simon.com Tel: (317) 636-1600	Lease				\$94,629

Debtor **B. Lane, Inc., d/b/a Fashion to Figure, et al.**

Case Number (if known) _____

Name

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Bowie Mall Company, LLC 225 West Washington Street Indianapolis, IN 46204	MS Management Associates wayne.mills@washingtonprime.com Tel: (317) 636-1600	Lease				\$93,026
Town Center at Cobb, LLC 225 West Washington Street Indianapolis, IN 46204	Simon Properties 225 West Washington Street Indianapolis, IN 46204 pwilliams@simon.com Tel: (317) 636-1600	Lease				\$92,779
88 International Inc. 332 South Palm Avenue Alhambra, CA 91803	Larry Rosenblum 1407 Broadway Suite 3901 New York, NY 10018 DenimGuy2000@aol.com Tel: (212) 398-6535	Trade debt				\$81,544
Arundel Mills, LP 225 West Washington Street Indianapolis, IN 46204	Simon Properties 225 West Washington Street Indianapolis, IN 46204 pwilliams@simon.com Tel: (317) 636-1600	Lease				\$80,921

**United States Bankruptcy Court
District of New Jersey**

In re **B. Lane, Inc., d/b/a Fashion to Figure**

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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See Equity Holder rider attached hereto.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Executive Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **November 13, 2017**

Signature **/s/ Michael Kaplan**
Michael Kaplan

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

Equity Holder Rider

B. Lane, Inc. dba Fashion To Figure
Capitalization Table

	Ownership Schedule														
	Anti-Dilution Adjusted Shares, Convertible to Common						Total	Common Stock Options					Total	Fully-Diluted	Fully-Diluted
	Common	Series A	Series B	Series C	Series D	Series D1	Primary	A Round	B Round	C Round	D Round	FY2014	Options	Post-D1 Shares	% Total
<i>Memo: Options Strike Prices</i>															
Michael Kaplan	363,333	-	-	-	-	-	363,333	-	21,000	24,000	168,096	-	213,096	576,429	13.70%
Nicholas Kaplan	363,333	-	-	-	-	-	363,333	-	21,000	24,000	168,096	-	213,096	576,429	13.70%
Kevin Grundy	195,765	-	-	-	-	-	195,765	-	-	-	-	-	-	195,765	4.60%
Frances Freixas	-	-	-	-	-	-	-	82,500	6,000	10,000	-	-	98,500	98,500	2.30%
Alan Wildes	-	-	-	-	-	-	-	-	900	-	-	-	900	900	0.00%
Peter Cureton	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Jon Freedman	600	-	-	-	-	-	600	-	-	-	-	600	600	1,200	0.00%
Tamara Rosenthal	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
PWP GE FTF I LLC	-	-	-	-	290,847	-	290,847	-	-	-	-	-	-	290,847	6.90%
PWP GE FTF II LLC	-	-	-	-	173,813	-	173,813	-	-	-	-	-	-	173,813	4.10%
PWP Growth Equity Fund I LP	-	-	-	-	305,632	-	305,632	-	-	-	-	-	-	305,632	7.20%
PWP Growth Equity Fund I (B) LP	-	-	-	-	98,771	-	98,771	-	-	-	-	-	-	98,771	2.30%
Ramius Enterprise Master Fund Ltd	-	40,258	82,372	55,432	-	-	178,062	-	-	-	-	-	-	178,062	4.20%
Cowen Overseas Investment LP	-	-	-	18,478	-	176,946	195,424	-	-	-	-	-	-	195,424	4.60%
Anthony Campbell	-	42,681	-	-	-	-	42,681	-	-	-	-	-	-	42,681	1.00%
Sir Evelyn de Rothschild	-	21,317	49,788	22,520	115,874	30,333	239,832	-	-	-	-	-	-	239,832	5.70%
Slater FF&E Fund LLC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Old Blue and Green Associates	-	25,393	-	-	-	10,111	35,504	-	-	-	-	-	-	35,504	0.80%
David M. Knott	-	22,139	-	-	-	-	22,139	-	-	-	-	-	-	22,139	0.50%
Beagle Limited	-	-	41,539	15,013	14,484	-	71,036	-	-	-	-	-	-	71,036	1.70%
Johanna Igel	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Stephen Siegel	-	11,700	-	-	-	5,055	16,755	-	-	-	-	-	-	16,755	0.40%
Richard H. Morrison	-	13,039	4,250	-	-	30,333	47,623	-	-	-	-	-	-	47,623	1.10%
Timothy Hassler	-	20,060	-	-	-	-	20,060	-	-	-	-	-	-	20,060	0.50%
Matthew Campbell	-	22,534	-	-	-	-	22,534	-	-	-	-	-	-	22,534	0.50%
John Schneider	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Melvin D. Roberts, M.D.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
The Melvin and Virginia Roberts Revocable Trust Dated April 11, 2008	-	10,030	-	-	-	-	10,030	-	-	-	-	-	-	10,030	0.20%
Donald & Stephanie Altman	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Stephanie Bates Altman	-	5,247	2,059	-	-	1,011	8,317	-	-	-	-	-	-	8,317	0.20%
Donald Altman	-	5,246	2,059	3,696	20,278	53,083	84,362	-	-	-	-	-	-	84,362	2.00%
Edward H. Wohl	-	9,776	-	-	2,896	-	12,672	-	7,950	7,950	850	3,500	20,250	32,922	0.80%
Allan Ruchman	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Mitchell Rudin	-	7,546	-	-	-	3,033	10,579	-	-	-	-	-	-	10,579	0.30%
Andrew Heffernan	-	-	8,237	14,782	5,793	106,117	134,930	-	-	-	-	-	-	134,930	3.20%
John M. Schneller	-	5,639	-	-	-	-	5,639	-	-	-	-	-	-	5,639	0.10%
Douglas W. McCormick	-	1,985	-	1,137	-	-	3,122	-	-	-	-	-	-	3,122	0.10%
Scott Schecter	-	2,508	-	-	-	-	2,508	-	-	-	-	-	-	2,508	0.10%
Stanley Hochhauser	-	4,921	-	-	1,158	1,011	7,090	-	-	-	-	-	-	7,090	0.20%
Barbara Altman Bruno	-	4,594	2,883	3,377	14,484	32,861	58,199	-	-	-	-	-	-	58,199	1.40%
Steven and Nancie Schnur	-	4,319	-	-	1,447	5,055	10,821	-	-	-	-	-	-	10,821	0.30%
Anthony de Rothschild	-	3,414	4,942	1,803	3,475	2,022	15,657	-	-	-	-	-	-	15,657	0.40%
Lee L. Traub	-	-	8,237	1,763	-	-	10,000	-	-	-	-	-	-	10,000	0.20%
Gordon Grundy	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Rakesh Kaul	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Nancy Koehn	-	2,508	1,647	3,753	5,793	-	13,701	-	-	-	3,500	3,500	7,000	20,701	0.50%
Amy Singer (Sykes)	-	1,707	-	387	-	404	2,498	-	-	-	-	-	-	2,498	0.10%

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Richard B. Hoffman and Mary L. Hoffman with JTWROS	-	564	-	-	-	-	564	-	-	-	-	-	-	0.00%
Jason Aryeh Trust	-	-	-	7,391	-	-	7,391	-	-	-	-	-	-	0.20%
Stephen Eisenstein	-	-	-	14,782	-	10,111	24,893	-	-	-	-	-	-	0.60%
Louis Perlmutter	-	-	-	-	-	15,167	15,167	-	-	-	-	-	-	0.40%
Eric Perlmutter, LLC	-	-	-	-	-	7,583	7,583	-	-	-	-	-	-	0.20%
Kermit Perlmutter, LLC	-	-	-	-	-	5,056	5,056	-	-	-	-	-	-	0.10%
Alejandro Santo Domingo	-	-	-	-	-	101,112	101,112	-	-	-	-	-	-	2.40%
Titanium Capital	-	-	-	-	-	10,111	10,111	-	-	-	-	-	-	0.20%
Peter F. Schlenzka	-	-	-	-	-	20,222	20,222	-	-	-	-	-	-	0.50%
Cleland Family III, LLC	-	-	-	-	-	101,112	101,112	-	-	-	-	-	-	2.40%
John S Castle	-	-	-	-	-	10,111	10,111	-	-	-	-	-	-	0.20%
Susan A. Green	-	-	-	-	-	5,055	5,055	-	-	-	-	-	-	0.10%
Wynnefield Partners Small Cap Value, LP I	-	-	-	-	-	99,211	99,211	-	-	-	-	-	-	2.40%
Wynnefield Partners Small Cap, LP	-	-	-	-	-	63,256	63,256	-	-	-	-	-	-	1.50%
Wynnefield Small Cap Value Offshore Fund, Ltd	-	-	-	-	-	39,757	39,757	-	-	-	-	-	-	0.90%
Robert G. Burton, Sr.	-	-	-	-	-	25,278	25,278	-	-	-	-	-	-	0.60%
The Larry Haimovitch Trust	-	-	-	-	-	5,055	5,055	-	-	-	-	-	-	0.10%
Gandol Investments, Ltd.	-	-	-	-	-	50,556	50,556	-	-	-	-	-	-	1.20%
Series D1 Investments - Pending	-	-	-	-	-	-	-	-	-	-	-	-	-	0.00%
Total	923,031	289,123	208,015	164,314	1,054,745	1,026,128	<u>3,665,356</u>	82,500	56,850	65,950	340,542	7,600	553,442	<u>4,218,798</u> 100.00%

B. Lane, Inc., d/b/a Fashion to Figure et al. - Equity Holder Address List

Name	Address	Email	Alternate Email
Ramius Enterprise Master Fund Ltd	599 Lexington Avenue, New York, NY 10022	acohen@ramius.com	
Cowen Overseas Investment LP	599 Lexington Avenue, New York, NY 10022	acohen@ramius.com	
Anthony Campbell	85 Prospect Street, Darmouth MA 02728	tcampbell678@gmail.com	
Sir Evelyn de Rothschild	31 Tite Street. London SW3 4JP UK	nick.kelsey@saffery.com	
Old Blue and Green Associates	c/o Neuberger Berman, 605 Third Avenue, 43rd Floor, New	gkaminsky@nb.com; kaminskym@gtlaw.com	
David M. Knott	485 Underhill Blvd., Suite 205, Syosset NY 11791	knottd@knottpartners.com	
Beagle Limited	1 West 67th Street, #901, New York NY 10023	peter@neutrino.com	
Stephen Siegel	c/o CBRE, 200 Park Avenue, New York NY 10166	stephen.siegel@cbre.com; jeanne.kelly@cbre.com	
Richard H. Morrison	1708 Chapparral Lane, Lafayette CA 94549	richardhowardmorrison@yahoo.com	
Timothy Hassel	Tim and Robin Hassler, General Delivery Arnold, CA 95223	tardp@comcast.net	
Matthew Campbell	19 Tiger Lilly Lane Cape Elizabeth, Maine 04107	mcampbellme@gmail.com	
Melvin D. Roberts MD	9405 S. Old Soldier Trail Vail AZ 85641	melvinroberts0@gmail.com	
The Melvin and Virginia Revocable	9405 S. Old Soldier Trail Vail AZ 85641	melvinroberts0@gmail.com	
Donald and Stephanie Altman	10 New King Street Suite 207 White Plains NY 10604	dona@singularartech.com	
Stephaine Bates Altman	55 Quaker Bridge Road, Croton-on-Hudson, NY 10520	edwardwohl@gmail.com	
Donald Altman	10 New King Street Suite 207 White Plains NY 10604	dona@singularartech.com	
Edward H. Wohl	55 Quaker Bridge Road, Croton-on-Hudson, NY 10520	edwardwohl@gmail.com	
Mitchell Rudin	15 Bradford Road, Scarsdale NY 10583	mrudin@mack-cali.com	
Andrew Heffernan	Herengracht 185C Amsterdam 1016BE The Netherlands	andrew@heffholding.com	
Douglas W. McCormick	1080 Fifth Avenue, Penthouse, New York NY 10128	doug@dougmcormick.com	
Scott Schecter	45 Maple Hill Drive, Larchmont NY 10538	smschecter@gmail.com	
Stanley Hochhauser	1140 5th Avenue, New York NY 10128	stanley.hochhauser@gmail.com	
Barbara Altman Bruno	10 New King Street Suite 207 White Plains NY 10604	dona@singularartech.com	
Steven and Nancie Schnur	10 New King Street Suite 207 White Plains NY 10604	nanciejane@optonline.net	
Anthony de Rothschild	5828 Ramirez Canyon Road, Malibu CA 90265	ader1@me.com	
Lee. L. Traub	524 East 72nd Street, Apt. 44A New York NY 10021	mkassimir@mkpclaw.com	
Rakesh Kaul	53 Huyler Landing Road Creskill NJ 07626	rkaul@spherenomics.com	
Nancy Koehn	637 Old Road to Nine Acre Corner, Concord MA 01742	nkoehn@hbs.edu	
Amy Singer (Sykes)	340 East 72nd Street 4S New York, NY 10021	amysinger@google.com	
Richard B. Hoffman and Mary L.	311 Okmulgee Circle London TN 37774	rboffman@aol.com	
Jason Aryeh Trust	5811 Murphy Way, Malibu CA 90265	jason@jalaa.com	
Stephen Eisenstein	3 Rockey Hollow Drive, Larchmont NY 10538	seisenstein@harvpart.com	
Louis Perlmutter	300 East 42nd Street, 14th Floor, New York, NY 10017	lou@perlmutters.net	christine@perlmutteroffice.com
Eric Perlmutter, LLC	300 East 42nd Street, 14th Floor, New York, NY 10017	lou@perlmutters.net	christine@perlmutteroffice.com
Kermit Perlmutter, LLC	300 East 42nd Street, 14th Floor, New York, NY 10017	lou@perlmutters.net	christine@perlmutteroffice.com
Alejandro Santo Domingo	499 Park Avenue, 24th Floor, New York, NY 10022	Quadrant Capital Advisors, Inc.	asd@qcai.com
Titanium Capital	629 26th Street, Manhattan Beach, CA 90266	Jake Capps	capps@meaningfulpartners.com
Peter F. Schlenzka	P.O. Box 32, Tahoe City, CA 96145-0032		pfs@schlenzka.org
Cleland Family III, LLC	1714 Circle Road, Ruxton, MD 21204	Bruce Cleland	bruce@orokawa.com

Name	Address	Email	Alternate Email
John S. Castle	785 Park Ave., Apt. 10A, New York, NY 10021		jsc@branfordcastle.com
Susan A. Green	c/o Peter Greene, 1251 Avenue of the Americas, New York,		pgreen@lowenstein.com
Wynnefield Partners Small Cap Value,	450 7th Avenue, Suite 509, New York, NY 10123	Nelson Obus	nobus@wynnecap.com
Wynnefield Partners Small Cap, LP	450 7th Avenue, Suite 509, New York, NY 10123	Nelson Obus	nobus@wynnecap.com
Wynnefield Small Cap Value Offshore	450 7th Avenue, Suite 509, New York, NY 10123	Nelson Obus	nobus@wynnecap.com
Robert G. Burton, Sr.	200 First Stamford Place, 2nd Floor, Stamford, CT 06902	Rob Burton	Rob.Burton@cenveo.com
The Larry Haimovitch Trust	111 Highland, Mill Valley, CA 94941	Larry Haimovitch	larryhaim@aol.com
Gandol Investments, Ltd.	104 Lancaster Gate, First Floor, London W2 3NT, U.K.	Laith Waines	laith@adisson.uk

**United States Bankruptcy Court
District of New Jersey**

In re **B. Lane, Inc., d/b/a Fashion to Figure**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned certifies that the following is a (are) corporation(s), that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests:

EQUITY HOLDER

**APPROXIMATE PERCENTAGE
OF SHARES HELD**

Perella Weinberg Partners

20.5%

November 13, 2017

Date

/s/ Michael Kaplan

Michael Kaplan

Chief Executive Officer

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
B. LANE, INC.**

Dated: November 9, 2017

The undersigned, being all directors (the “**Director(s)**”) of the board of directors (the “**Board of Directors**”) of B. Lane, Inc., d/b/a Fashion to Figure (“**FTF**” or the “**Company**”) hereby consent to the following actions and adopt the following resolutions as of the date hereof:

WHEREAS, the Company has reviewed and considered the financial and operational condition of FTF and FTF’s business on the date hereof, including the historical performance of FTF, the assets of FTF, the current and long-term liabilities of FTF, and the market for FTF’s products and services; and

WHEREAS, the Company has received, reviewed, and considered the recommendations of the senior management of the Board of Directors and FTF’s legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

NOW, THEREFORE, IT IS:

RESOLVED, that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company and its affiliates seeking relief under the provisions of chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”);

RESOLVED FURTHER, that the Board of Directors, and such other officers or persons as the Company directs (each, an “**Officer**” and collectively, the “**Officers**”) be, and each is, authorized and directed to execute and file on behalf of FTF all petitions, schedules, lists, motions, applications, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that they deem necessary, proper, or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business;

RESOLVED FURTHER, that the law firm of Lowenstein Sandler LLP be employed as counsel to FTF to represent and assist FTF in carrying out FTF’s duties under the Bankruptcy Code and to take any and all actions to advance FTF’s rights including the preparation of pleadings and filings in connection with the Chapter 11 Cases, and the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Cases, and to cause to be filed an appropriate application for authority to retain services of Lowenstein Sandler LLP;

RESOLVED FURTHER, that the Officers of FTF be, and hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to FTF as

are deemed necessary or advisable to represent and assist FTF in carrying out FTF's duties under the Bankruptcy Code, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that the Officers are, and any one of them acting alone is, hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of FTF, as may be necessary or advisable for FTF to obtain post-petition, all on such terms as the Officers deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

RESOLVED FURTHER, that the granting by the Company of liens on and security interests in any collateral in connection with any transactions contemplated by the foregoing resolutions, and the filing and recording of any Uniform Commercial Code financing statements or any other document necessary to perfect each security interest contemplated thereby, or to renew, maintain or preserve such perfected security interest, be, and hereby is, authorized and approved in all respects, and the Officers are, or any one of them acting alone is, hereby authorized and directed to execute and deliver any such other collateral documents or instruments, each as the Officers executing same shall deem necessary or appropriate, and to take such actions as may be necessary or advisable to consummate the transactions contemplated thereby;

RESOLVED FURTHER, that the Officers are, and any one of them acting alone is, hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Officers, and any of them, may deem necessary or advisable in connection with any financing arrangement or the sale of assets, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof;

RESOLVED FURTHER, that all of the acts and transactions taken by the Officers, other management or Board of Directors, in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified; and

RESOLVED FURTHER, that this written consent may be executed in any number of counterparts and by facsimile, portable document format, or other reproduction, and such execution shall be considered valid, binding, and effective for all purposes.

IN WITNESS WHEREOF, the undersigned, being all directors of the Board of Directors of FTF, have executed this written consent as of the date first written above.

DIRECTORS:

By: Matthew Campbell
Name: Matthew Campbell

By: _____
Name: Andrew Cohen

By: _____
Name: Michael A. Kaplan

By: _____
Name: Nicholas Kaplan

By: _____
Name: Nancy F. Koehn

By: _____
Name: Edward H. Wohl

IN WITNESS WHEREOF, the undersigned, being all directors of the Board of Directors of FTF, have executed this written consent as of the date first written above.

DIRECTORS:


By: _____
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By:  _____
Name: Andrew Cohen

By: _____
Name: Michael A. Kaplan

By: _____
Name: Nicholas Kaplan

By: _____
Name: Nancy F. Koehn

By:  _____
Name: Edward H. Wohl

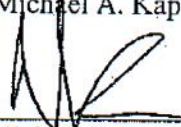
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